



BPL Limited
Dynamic House
64, Church Street
Post Box No. 5194
Bengaluru-560001, India
Ph:- +91-80-2532 7985, 2558 9109
Email:- investor@bpl.in Website:- www.bpl.in
CIN : L28997KL1963PLC002015

29th June 2021

| | |
|---|---|
| The Manager - Listing, Corporate Relationship Department Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Script code - 500074 | The Manager - Listing, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Trading Symbol - BPL |
|---|---|

Sub: Outcome of the Board Meeting held on 29th June 2021

- A.** In Compliance with Regulation 33 of SEBI (LODR) Regulations, 2015, please find attached the following:
- (i) Audited Standalone Financial Results for the fourth quarter and twelve months period ended on 31st March, 2021.
 - (ii) Statement of Assets and Liabilities for the year ended 31st March 2021.
 - (iii) Statement of Cash Flows for the year ended 31st March 2021.
 - (iv) Auditors' Report issued by M/s. MKUK & Associates, Statutory Auditors of the Company for the financial year ended on 31st March, 2021.
 - (v) Statement of impact on Audit Qualifications for the Financial Year ended 31st March, 2021, along with management response for the same.

The said Audited Financial Results was recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held today. The Audit Report was also noted by the Board at the said meeting.



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- B.** M/s T.Velupillai & Co., Chartered Accountants, Bengaluru, were appointed as an Internal Auditors of the Company for the FY 2021-22.

The meeting commenced at 11.30 A.M and concluded at 2.15 P.M.

We request you to kindly take the above on records and acknowledge receipt thereof.

Thanking you,

Very truly yours,

BPL LIMITED

Sd/-

Deepika Bhandiwad
Company Secretary and Compliance Officer

Encl: a/a

BPL Limited

Regd.Office: BPL Works, Palakkad - 678 007, Kerala. CIN - L28997KL1963PLC002015

E-mail: Investor@bpl.in, URL:www.bpl.in, Tel: No. +91 80 25589109

Statement of Standalone Audited Financial Results for the Quarter and Year ended 31st March, 2021

(Rs. In Lakhs)

| Sl. nos | Particulars | Quarter Ended | | | Year Ended | |
|---------|--|-------------------------|---------------------------|-------------------------|-------------------------|-------------------------|
| | | 31-03-2021 (Audited) | 31-12-2020 (Unaudited) | 31-03-2020 (Audited) | 31-03-2021 (Audited) | 31-03-2020 (Audited) |
| I | REVENUE | | | | | |
| | Revenue from operations | 1,490.59 | 1,035.00 | 1,866.60 | 4,375.68 | 9,456.28 |
| II | Other Income (net) | 14.42 | 32.65 | (30.79) | 108.30 | 244.13 |
| III | Total Income (I+II) | 1,505.02 | 1,067.65 | 1,835.81 | 4,483.99 | 9,700.41 |
| IV | EXPENSES | | | | | |
| | Cost of material consumed | 1,011.43 | 486.94 | 386.71 | 2,221.30 | 1,265.32 |
| | Purchases of Stock-in-Trade | (157.18) | 257.53 | 1,018.71 | 489.63 | 6,731.66 |
| | Changes in inventories of finished goods, Stock-in -Trade and work-in-progress | 14.94 | 25.83 | 229.67 | 224.32 | 419.18 |
| | Employee benefits expense | 174.90 | 161.74 | 273.67 | 653.13 | 902.03 |
| | Finance costs | 55.11 | 70.62 | 74.99 | 203.16 | 232.11 |
| | Depreciation and amortization expense | 41.25 | 41.89 | 42.55 | 168.40 | 77.14 |
| | Other expenses | 215.28 | 101.59 | 654.28 | 578.70 | 1,809.38 |
| | Total Expenses | 1,355.72 | 1,146.14 | 2,680.58 | 4,538.63 | 11,436.82 |
| V | Profit/(loss) before exceptional items and tax (III- IV) | 149.30 | (78.49) | (844.77) | (54.64) | (1,736.41) |
| VI | Profit/(loss) before tax (V-VI) | 149.30 | (78.49) | (844.77) | (54.64) | (1,736.41) |
| VII | Tax Expense: | | | | | |
| | (1) Current Tax | | | | | |
| | (2) Deferred Tax | 2,091.85 | - | (2,111.43) | 2,091.85 | (2,111.43) |
| VIII | Profit (Loss) for the period from continuing operations (VII-VIII) | (1,942.55) | (78.49) | 1,266.66 | (2,146.49) | 375.02 |
| IX | Profit/(loss) for the period (IX+XII) | (1,942.55) | (78.49) | 1,266.66 | (2,146.49) | 375.02 |
| X | Other Comprehensive Income | | | | | |
| | A (i) Items that will not be reclassified to profit or loss | 43.09 | - | 23.86 | 43.09 | 23.86 |
| XI | Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period) | (1,899.46) | (78.49) | 1,290.52 | (2,103.40) | 398.88 |
| XII | Paid-up equity share capital: (Face value Rs.10 each) | 4,888.48 | 4,888.48 | 4,888.48 | 4,888.48 | 4,888.48 |
| | Earnings per equity share (for continuing operation): | | | | | |
| | (1) Basic | (3.89) | (0.16) | 2.64 | (4.30) | 0.82 |
| | (2) Diluted | (3.89) | (0.16) | 2.64 | (4.30) | 0.82 |

BPL Limited
CIN - L28997KL1963PLC002015
Balance Sheet as at

| | | Rs. In Lakhs | | |
|---|--|--------------|------------------|------------------|
| | Particulars | Note No. | 31 Mar 2021 | 31 Mar 2020 |
| 1 | ASSETS | | | |
| | Non Current Assets | | | |
| | (a) Property, Plant and Equipment | 3 | 2,043.92 | 2,200.17 |
| | (b) Other Intangible assets | 3.1 | 2.25 | 2.82 |
| | (c) Financial Assets | | | |
| | (i) Investment Property | 4 | 214.87 | 221.33 |
| | (ii) Investments | 5 | 5,586.94 | 5,586.94 |
| | (iii) Other receivables | 6 | 10,845.08 | 10,819.72 |
| | (d) Deferred tax assets (net) | 7 | 2,837.56 | 4,929.41 |
| | (j) Other non-current assets | 8 | 199.40 | 205.40 |
| 2 | Current assets | | | |
| | (a) Inventories | 9 | 576.08 | 769.51 |
| | (b) Financial Assets | | | |
| | (i) Investments | | - | |
| | (ii) Trade receivables | 10 | 1,567.26 | 984.91 |
| | (iii) Cash and Cash equivalents | 11.1 | 0.02 | 0.18 |
| | (iv) Other Bank Balances | 11.2 | 150.56 | 127.90 |
| | (v) Other financial assets | 12 | 10,305.52 | 10,498.11 |
| | (c) Current Tax Assets (Net) | 13 | 915.05 | 1,033.81 |
| | (d) Other current assets | 14 | 268.96 | 280.59 |
| | Total Assets | | 35,513.47 | 37,660.79 |
| | EQUITY AND LIABILITIES | | | |
| | EQUITY | | | |
| | (a) Share capital | 15 | 4,888.58 | 4,888.58 |
| | (b) Other Equity | 16 | 9,986.06 | 12,089.46 |
| | LIABILITIES | | | |
| 1 | Non-current liabilities | | | |
| | (a) Financial Liabilities | | | |
| | (i) Borrowings | 17 | 244.12 | 247.06 |
| | (b) Provisions | 18 | 182.35 | 238.42 |
| | (d) Other non-current liabilities | | - | - |
| 2 | Current liabilities | | | |
| | (a) Financial Liabilities | | | |
| | (i) Borrowings | 19 | 1,017.86 | 946.55 |
| | (ii) Trade payables | 20 | 1,708.40 | 1,407.33 |
| | (iii) Other financial liabilities | 21 | 56.46 | 58.02 |
| | (b) Other current liabilities | 22 | 17,421.97 | 17,723.23 |
| | (c) Provisions | 23 | 7.67 | 62.14 |
| | Total Equity and Liabilities | | 35,513.47 | 37,660.79 |
| | Contingent Liabilities and Commitments | 24 | 7694.53 | 7821.30 |

CASH FLOW STATEMENT

| Particulars | For the period ended 31 Mar 2021 | For the period ended 31 Mar 2020 |
|--|----------------------------------|----------------------------------|
| | Rs. In Lakhs | Rs. In Lakhs |
| A. Cash flow from operating activities | | |
| Net Profit / (Loss) before exceptional, extraordinary items and tax | (54.64) | (1,736.41) |
| <u>Adjustments for:</u> | | |
| Depreciation and amortisation | 168.40 | 77.14 |
| (Profit) / loss on sale / write off of assets | (0.12) | (131.00) |
| Finance costs | 203.16 | 232.11 |
| Interest income | - | (18.71) |
| Non-cash expenses adjustment | 43.09 | 23.86 |
| | 414.53 | 183.40 |
| Operating profit / (loss) before working capital changes | 359.89 | (1,553.01) |
| <u>Changes in working capital:</u> | | |
| <i>Adjustments for (increase) / decrease in operating assets:</i> | | |
| Inventories | 193.43 | 620.25 |
| Trade receivables | (582.35) | 957.93 |
| Short-term loans and advances | 192.58 | 631.90 |
| Other current assets | 130.39 | (213.40) |
| Other non-current assets | (19.36) | 128.56 |
| <i>Adjustments for increase / (decrease) in operating liabilities:</i> | | |
| Trade payables | 301.07 | (155.37) |
| Other current liabilities | (301.25) | 397.18 |
| Other financial liabilities | (1.56) | (8.98) |
| Short-term provisions | (54.48) | (22.23) |
| Long-term provisions | (56.06) | 61.56 |
| | (197.59) | 2,397.40 |
| | 162.30 | 844.39 |
| Cash flow from extraordinary items | | - |
| Cash generated from operations | 162.30 | 844.39 |
| Net income tax (paid) / refunds | - | - |
| Net cash flow from / (used in) operating activities (A) | 162.30 | 844.39 |
| B. Cash flow from investing activities | | |
| Capital expenditure on fixed assets, including capital advances | (5.25) | (1,299.48) |
| Proceeds from sale of fixed assets | 0.25 | 131.00 |
| Interest received | | |
| - Other deposits with maturities exceeding one year | 3.00 | 18.71 |
| Net cash flow from / (used in) investing activities (B) | (2.00) | (1,149.77) |
| C. Cash flow from financing activities | | |
| Proceeds from other short-term borrowings | 68.37 | 262.86 |
| Finance cost | (203.16) | (232.11) |
| Net cash flow from / (used in) financing activities (C) | (134.79) | 30.75 |

BPL LIMITED
CIN - L28997KL1963PLC002015

CASH FLOW STATEMENT

| Particulars | For the period ended 31 Mar 2021 | For the period ended 31 Mar 2020 |
|---|----------------------------------|----------------------------------|
| | Rs. In Lakhs | Rs. In Lakhs |
| Net increase / (decrease) in Cash and cash equivalents (A+B+C) | 25.51 | (274.63) |
| Cash and cash equivalents at the beginning of the year | 114.58 | 389.21 |
| Effect of exchange differences on restatement of foreign currency Cash and cash | | |
| Cash and cash equivalents at the end of the year | 140.09 | 114.58 |
| Note to Cash flow statement | | |
| 1. Components of Cash and Cash equivalents | | |
| (a) Cash on hand | 0.02 | 0.18 |
| (b) Balances with banks | | |
| (i) In current accounts | 28.67 | 38.59 |
| (ii) In deposit accounts | 111.39 | 75.81 |
| | <u>140.09</u> | <u>114.58</u> |

Notes:

1. The above results have been reviewed by the Audit Committee and approved and taken on record by the Board of Directors at their respective meetings held on 29th June 2021.
2. The Financial results for all the periods presented above have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.
3. The format for audited quarterly / yearly results as prescribed in SEBI's Circular CIR/CFD/CMD/15/2015 dated 30 November 2015 has been modified to comply with requirements of SEBI's circular dated 5th July 2016, Ind AS and Schedule III (Division II) to the Companies Act, 2013, applicable to companies that are required to comply with Ind AS.
4. The estimated amount of contingent liabilities as on March 31st 2021 is Rs. 76.94 Crores.
5. An unsecured claimant had obtained an order against the Company from single Bench of the Honorable High Court of Delhi, confirming the order of a Sole Arbitrator. The Company has filed appeal against the said order with the Division Bench of Honorable High Court of Delhi. The Company is hopeful of getting a favorable order on merit; hence, no provision is made in the books of accounts for the claim.
6. Balances due from Sundry debtors and other advances recoverable are subject to confirmation and reconciliation from the parties concerned. The process of confirmation and reconciliation is in progress.
7. The company is engaged in manufacturing & trading of consumer electronic goods, and therefore, has only one reportable segment in accordance with Ind AS 108 "operating segments".
8. The Company has considered the possible effects of COVID-19 pandemic in the preparation of the financial results including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions to the possible future uncertainties in the global economic conditions on account of pandemic, the Company has, at the date of approval of the financial results, used internal and external sources of information and expects that there will not be any negative impact on the carrying amount of these assets.
9. During the year, the operational loss of the company has reduced substantially despite a decline in total income and lockdown restrictions. This was achieved mainly by the implementation cost control measures. Some business activities were also licensed to improve the turnover and profitability. Benefits of these

actions are expected to positively impact the balance sheet in the current financial year.

10. The Company will also partner with BPL Medical Technologies Private Limited for the supply of PCBs as well as the manufacture of Medical Devices & Home Care products to cater to the growing demand for these products.
11. For more information, members are requested to visit www.bpllimited.com, for updates on our business and activities.
12. Previous period figures have been regrouped /reclassified to conform to current period's presentations.

Auditor's Qualified Opinion

1. *The company has not redeemed preference shares amounting to Rs. 16958.68 lacs, which had fully fallen due for redemption in August 2019.*

Management Response:

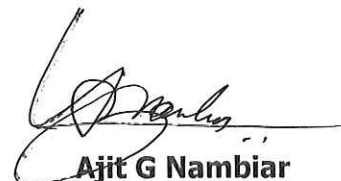
Preference Shares issued by the company have become due as per the terms on which they were issued and have not yet been redeemed. Pursuant to the provisions of Section 55 of the Companies Act, 2013, Preference Shares can be redeemed only out of profits that are otherwise available for dividend. The Company has not yet earned profit that is to be distributed as dividend.

2. *The Company has not contributed a sum of Rs.225 lacs towards Group gratuity policy maintained with LIC as required under Payment of Gratuity Act.*

Management Response:

Due to paucity of funds, the Company was unable to make contribution towards Gratuity Fund. The company is making necessary arrangements to fund the same in instalments, over a period of time.

For and behalf of the Board of BPL Limited



Ajit G Nambiar
(Chairman & Managing Director)

Place: Bangalore

Date: June 29, 2021



To the Members of M/s. BPL LIMITED

Report on the standalone Financial Statements

Qualified Opinion

We have audited the accompanying Standalone financial statements of M/s BPL Limited (“the Company”) which comprises the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and subject to the possible impact of matters mentioned in “Basis for Qualified Opinion” paragraph below, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

1. The company has not redeemed preference shares amounting to Rs. 16958.68 lacs, which had fully fallen due for redemption in August 2019.
2. The Company has not contributed a sum of 224.78 lacs (previous year Rs.265lacs) towards Group gratuity policy maintained with LIC as required under Payment of Gratuity Act.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of



our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The following key audit matters were identified and communicated to management

1. The Company has not obtained confirmation of balances from Various Trade Debtors and parties to whom advances have been given.

Management has represented that due to long period of lock down due to Covid 19, confirmations could not be obtained. However all bad and doubtful receivables have been identified and either written off or provided doubtful.

2. An unsecured creditor had obtained order of Single Bench of Honorable High court of Delhi confirming award favoring the party by sole arbitrator awarding payment of an amount of Rs27.89 crores along with Interest costs thereon. The Company has not made any provision for Rs. 22.04 crores and interest costs so awarded.

Management has represented that the Company has filed appeal with Division Bench of Honorable High court of Delhi since the claim for principal itself is barred by law of limitation. The proceedings in the case are going on. Management has further represented that an amount of 22.04 crore is disclosed as contingent liability. However Interest awarded has not been provided since management expects no ultimate liability.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of



these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, other than Ind AS40 to the extent that the Company has neither obtained fair valuation report from an approved valuer nor disclosed the fair values of its investment properties as required by Ind AS40.



e. On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

1. The Company has disclosed the impact of pending litigations, if any, on its financial position in its standalone Ind AS financial statements.
2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

h. With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limits laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) of the Act which are required to be commented upon by us

for MKUK & ASSOCIATES,
Chartered Accountants
Firm's registration number: 0501135


Anto Joseph
Partner

Membership Number: 203958

UDIN: 21203958AAAABH5666

Bangalore
Date: 29.06.2021



Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31 March 2021, we report that:

- 1.(a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. However, these records need to be updated.
- (b) As represented by the management, the company has conducted physical verification of its fixed assets at it's PCB factory as part of system of periodic physical verification of assets in a phased manner. No differences were reported on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.
- 2.(a) Physical verification at reasonable periods in respect of finished goods, stores, spare parts and raw materials are reported to have been made by the management and certified by them accordingly. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the Company is maintaining proper records of inventory. The discrepancies between physical stock and book stock, which were not material, have been properly dealt with in the books of account.
3. The company has granted an advance in the nature of loan to parties covered in the register maintained under section 189 of the Companies Act 2013, based on information and explanation given to us by the management, the terms and conditions where of are not prejudicial to the interests of the Company. Schedule of repayment of principal or interest are stipulated. No instalment of principal or interest has fallen due for repayment during the year. No amounts are overdue.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made by it after the commencement of Companies Act 2013.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and therefore, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company.



6. According to the information and explanations provided by the management, in respect of Printed Circuit Boards manufactured by the company, the Central Government has prescribed the maintenance of cost records sub-section (1) of section 148 of the Companies Act. We have broadly reviewed the books of account and records maintained by the Company in this connection and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determining whether they are accurate or complete.
7. (a) According to the records of the Company and information and explanation given to us, the Company is generally regular in remittance of undisputed statutory dues including Income Tax Deducted at Source, Provident Fund, Employees State Insurance, Sales Tax, Service Tax, Goods And Service Tax (GST), excise Duty, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, undisputed amounts payable in respect of customs duty amounting to Rs.116.11Lacs + interest were outstanding, as at 31st March 2021, for a period of more than six months from the dates on which they became payable.

(b)The following dues towards Value added tax, GST, customs duty, excise duty, and service tax have not been deposited on account of dispute/appeals:

| Name of Dues | Nature of Dispute | Amount (Rs. In Lakhs) | Forum where pending |
|----------------|---|-----------------------|--|
| Central Excise | Demand of duty on clearance of CTV parts / components / sub-assemblies in SKD condition to OEMs | 271.48 | Tribunal |
| Central Excise | Demand of duty at higher rate for clearance of Cen vat availed inputs | 19.87 | Commissioner Appeals |
| Central Excise | Duty Exemption on DC Defibrillator | 56.42 | Commissioner of customs & Central Excise |
| Central Excise | Penalty due to non inclusion of amortized cost in value of plastic parts | 34.72 | CESTAT |
| Service Tax | Demand of Service Tax & Penalty on manpower services | 98.48 | Tribunal |



| | | | |
|-----------------|---|--------|-----------------------------------|
| | provided by BPL to SBPL | | |
| Customs duty | Entitlement to Exemption for Parts of Defibrillator | 328.48 | High Court of Kerala |
| Customs duty | Entitlement to Exemption for Parts of Defibrillator | 299.14 | Tribunal |
| Customs duty | Levy of duty on Bonded goods since abandoned | 33.24 | Tribunal |
| Value added tax | Disallowance of Rebates & Discounts | 229.64 | MP Commercial Tax Appellate Board |
| Value added tax | Turnover differences, stock transfer rejection | 703.21 | Supreme Court |
| Value added tax | Demand due to various disallowances | 709.97 | Revision Board |
| Value added tax | Demand due to various disallowances | 184.19 | Additional Commissioner |
| Value added tax | Assessment Demand | 145.16 | DCCT (Appeals) |
| Value added tax | Demand due to various disallowances | 379.93 | Tribunal |
| Value added tax | Demand due to various disallowances | 538.00 | High Court of Kerala |
| FEMA | Demand u/s. 10(6) & 7 | 140.00 | Special Director (A), Chennai |
| FEMA | Demand for non submission of Bill of Entry to Banks | 50.00 | Tribunal |
| Income Tax | Various Disallowances on assessment | 7592 | PCIT |
| Income Tax | Demand for Gift tax on shares transferred to Subsidiary Company | 1170 | Supreme Court |



8. As per information given to us by the management and based on verification of books and records, the company has not defaulted in repayment of principal and interest to any bank/financial institution or debenture holder, during the year.
9. According to the records of the company and the information and explanations provided by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act, to the extent applicable to it.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

for MKUK & ASSOCIATES.

Chartered Accountants

Firm's registration number: 0501135



Anto Joseph
Partner

Membership number: 203958

UDIN: 21203958AAAABH5666



BANGALORE
Date: 29.06.2021

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of BPL Limited ("the Company") as of 31 March 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, based on the internal control over financial reporting criteria established by the Company considering essential components of internal control stated in the Guidance Note On Audit Of Internal Financial Controls over Financial Reporting is issued by the Institute Of Chartered Accountants of India, needs to be improved.

for **MKUK & ASSOCIATES.**
Chartered Accountants

Firm's registration number: 0501135



Anto Joseph
Partner

Membership number: 203958

UDIN: 21203958AAAABH5666



BANGALORE

Date: 29.06.2021

BPL Limited

| Statement of impact of Audit Qualifications for the Financial Year ended 31st March, 2021 | | | | |
|---|----------------|---|---|---|
| [See Regulation 33/52 of the SEBI (LODR) (Amendment) Regulations, 2016] | | | | |
| I. | Sl. No. | Particulars | Audited Figures (as reported before adjusting for qualifications) (in Crores.) | Adjusted figures (audited figures after adjusting for qualifications) (in Crores.) |
| | 1. | Turnover/ Total Income | 44.84 | 44.84 |
| | 2. | Total Expenditure | 45.39 | 45.39 |
| | 3. | Net Profit/ (Loss) | (0.55) | (0.55) |
| | 4. | Earnings Per Share | (4.30) | (4.30) |
| | 5. | Total Assets | 355.13 | 355.13 |
| | 6. | Total Liabilities | 355.13 | 355.13 |
| | 7. | Net Worth | 113.90 | 113.90 |
| | 8. | Any other Financial Item(s) (as felt appropriate by the management) | ----- | ----- |
| II. Audit Qualification (each Audit Qualification separately): | | | | |
| | a. | Details of Audit Qualification: A. The company has not redeemed preference shares amounting to Rs. 16958.68 lacs, which had fully fallen due for redemption in August 2019 B. The Company has not contributed a sum of 224.78 lacs towards Group gratuity policy maintained with LIC as required under Payment of Gratuity Act. | | |
| | b. | Type of Audit Qualification: Qualified Opinion/ Disclaimer of Opinion/ Adverse Opinion | | |
| | c. | Frequency of Qualification: Appeared first time. | | |
| | d. | 1. For Audit Qualification(s) where the impact is quantified by the Auditor, Management's views: A. Preference Shares issued by the company have become due as per the terms on which they were issued and have not yet been redeemed. Pursuant to the provisions of Section 55 of the Companies Act, 2013, Preference Shares can be redeemed only out of profits that are otherwise available for dividend. The Company has not yet earned profit that is to be distributed as dividend. | | |

| | | |
|-------------|--|--|
| | | B. Due to paucity of funds, the Company was unable to make contribution towards Gratuity Fund. The company is making necessary arrangements to fund the same in instalments, over a period of time. |
| | e. | For Audit Qualifications where the impact is not quantified by the Auditor: |
| | (i) | Management's estimation on the impact of Audit Qualification- Nil |
| | (ii) | If Management is unable to estimate the impact, reasons for the same: - NIL |
| | (iii) | Auditor's comments on (i) or (ii) above: NIL |
| III. | Signatories | |
| | <p>Mr. Ajit G Nambiar- Chairman & Managing Director</p> <p>Sd/-</p> <p>Mr. Nowroz J Cama- Chairman-Audit Committee</p> <p>Sd/-</p> <p>Mr. TLM Rangachar, Chief Financial Officer</p> <p>Sd/-</p> <p>Mr. Anto Joseph - Statutory Auditor</p> <p>Sd/-</p> <p>Place: Bengaluru Date: 29.06.2021</p> | |
| | | |

For BPL Limited

Sd/-

Deepika N Bhandiwad

Company Secretary